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Proposed Attorneys for Debtor-in-Possession

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UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA, FRESNO DIVISION

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In re:

J & D WILSON AND SONS DAIRY,

Debtor-in-Possession.

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Case No. 14-10588-B-11

Chapter 11

DC No. KDG-1

Emergency Hearing Date: February 12, 2014

Emergency Hearing Time: 11:30 a.m.

Final Hearing Date: To be set

Final Hearing Time: To be set Place: United States Bankruptcy Court 2500 Tulare Street, Fifth Floor

Department B, Courtroom 12

Fresno, California

Judge: Honorable W. Richard Lee

EXHIBITS TO MOTION TO USE CASH COLLATERAL AND GRANT ADEQUATE PROTECTION

EXHIBIT	DOCUMENT	PAGE(S)
A	J & D Wilson and Sons Dairy Budget	2
В	UCC-1 Financing Statement filed with the California Secretary of State by Wells Fargo	3-4

Date: February 10, 2014

KLEIN, DeNATALE, GOLDNER,

COOPER, ROSENLIEB & KIMBALL, LLP

/stageob L. JACOB L. EATON

Proposed Attorneys for Debtor-in-Possession

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3CD7675.DOC

J&D Wilson and Sons Dairy 14-Week Cash Flow through Week-Ended May 18, 2014

Calf milk Sale of Ineliers Valuer Payment 656,814 806,429 826,574 788,813 668,846 818,457 605,753 Milk Income, net [2] 658,814 806,429 82,500 82,500 82,500 82,500 Sale of Calvers 68,972 7,331 7,181 200,000 Patronage div-Colt 7,800 17,800 17,800 17,800 17,800 17,800 Patronage div-Colt 7,800 17,800		Projected							
Period End Datis	Post-Petition Period	1							
Cash - Beginning of Period \$ 6,837 \$ 47,030 \$ 197,092 \$ 322,817 \$ 361,149 \$ 410,773 \$ 715,176	Period Start Date								
Cali milk	Period End Date	2/23/2014	3/9/2014	3/23/2014	4/6/2014	4/20/2014	5/4/2014	5/18/2014	
Sale of helfers	Cash - Beginning of Period	\$ 6,637	\$ 47,030	\$ 197,052	\$ 232,817	\$ 361,149	\$ 410,773	\$ 715,176	
Water Eynment	Calf milk	-	1,000	-	1,000	-	1,000	-	
Miki Income, net [2] 659,814 606,439 626,574 765,813 696,866 818,467 605,755 Sale of conversion income 818,250 82,500 82,500 82,500 83,250 83,	Sale of heifers	-	-	-	-	-	-	-	
Sale of cave Sale of service Sale of servi		-						-	
Sale of coverbeef income 38,250 39,250 3		659,814		626,574		669,646		605,753	
Patronage div-CDI Patronage div-CDI Patronage Dividend Net Cash Inflows 705,035 854,189 672,155 813,653 715,078 1,086,207 851,184 Patronage Dividend Net Cash Inflows 705,035 854,189 672,155 813,653 715,078 1,086,207 851,184 Patronage Dividend Patronage Di				20.050		20 250		20 250	
Patronage Dividend Net Cash Inflows 705,035 854,189 672,155 813,653 715,078 1,086,277 651,184 Net Cash Inflows 705,035 854,189 672,155 813,653 715,078 1,086,277 651,184 Daily Expenses Fuel and oil 17,600 185,000 85,0							36,230		
Net Cash Inflows 705,035 884,189 672,155 813,563 715,078 1,086,207 681,184 Puel and oil Grain 324,833 326,897 328,987 328,987 328,981 328,981 328,981 331,025 33,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,000 30,000 50,00		0,912	-	7,331	-	7,101	200.000	7,101	
Daily Expenses		705.035	854,189	672,155	813,563	715,078		651,184	
Fuel and oil		·	•	·	•	·			
Grain Hard Replacement B5.000		47.000	47.000	17.000	17 600	17 600	17 600	17 600	
Herrid Replacement				•	•	•			
Labor - Dairy									
Supplies and least dip 7,000 16,000 18,000 7		·							
Repairs and maintenance 7,000 - 7,000		43,000	•	40,000		40,000	•	40,000	
Utilities - Dainy [4] 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 33,333 30,000 30,0		7 000		7 000	10,000	7 000	10,000	7.000	
Insurance - Life					33.333		33.333	30,000	
Veterinary and medicine 18,500 - 18,500 5,500		-	-	-	-	-	-		
Breeding and Semen 5,000 5,500 5,000 5,500 5,000 5,500 5,000 5,500 5,000 5,500 5,000 5,500 5,000 5,500 5,000 5,500 5,000 5,000 5,500 5,000		18.500	_	18.500	-	18,500	-	18,500	
Livestock hauling					5,500		5,500	5,000	
Deadstock removal 375							1,030	520	
Miscellaneous & postage 500			· -	375		375	-	375	
Miscellaneous & postage 500 - 500 - 500 - 500 - 500 - 500 Manure Spreading 2,983 - 2,090 - 2,000 - 2,0	Testing and trimming	3,600	2,200	3,600	2,200	3,600	2,200	3,600	
Insurance		500	-	500	-	500	-	500	
Land Rent	Manure Spreading	2,083	-	2,083	-	2,083	-	2,083	
Properly Taxes 9,000 9,0	Insurance	18,000	26,358	18,000		18,000	•	18,000	
Payroll Taxes 9,000 9,00	Land Rent	-	12,526	-	12,526	-	12,526	-	
Total Dairy Expenses Farming Expenses Harvesting Costs Harvesting Costs Parming Expenses Harvesting Costs Harvesting Costs Rep and Maint - Farm Parming Expenses Harvesting Costs Rep and Maint - Farm Parming Expenses Rep and Maint - Farm Parming Expenses Parming Expens	Property Taxes	-	-	-	-		-	-	
Farming Expenses Harvesting Costs Rep and Maint - Farm 2,600 6,000 2,600 6,000 2,600 6,000 2,600 6,000 2,600 6,000 2,600 6,000 2,600 7,500									
Harvesting Costs - 21,000 21,000 21,000 21,000 21,000 21,000 21,000 21,000 21,000	Total Dairy Expenses	567,011	580,443	569,075	582,507	598,139	584,571	573,203	
Rep and Maint - Farm (Chemicals & Fertilizers) 2,600 (South Chemicals & Fertilizers) 6,000 (South Chemicals & Fertilizers) 2,600 (South Chemicals & Fertilizers) 7,500 (South Chemicals & Fertilize	Farming Expenses								
Chemicals & Fertilizers 7,500 7,50	•	-							
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Testing - Farm		7,500		7,500		7,500		7,500	
Total Farming Expenses Restructuring Expenses 503(b)(9) Claims Pre-Petition Property Taxes Pre-Petition Payroll Taxes Professional Fees US Trustee Fees Total Restructuring Expenses 44,838 4			25,000		25,000	4.500	25,000	4 500	
Restructuring Expenses 503(b)(9) Claims 4,838 4,838 4,838 4,838 4,838 4,838 4,838 4,838 4,838 4,838 4,838 4,838 4,838 Pre-Petition Property Taxes 30,316			59 500		38.500		59.500		
503(b)(9) Claims 4,838	Total I allimity Expenses	11,000	35,000	, ,,,,,,,	20,000	,,,,,,,,,,,	55,555	,	
Pre-Petition Property Taxes 30,316 Pre-Petition Payroll Taxes 6,241 6,241 6,241 6,241 6,241 6,241 6,241 7- 7- 7- 7- 7- 7- 7- 7- 7- 7- 7- 7- 7-		4 4 4							
Pre-Petition Payroll Taxes 6,241 6,241 6,241 6,241 6,241 6,241 - <t< td=""><td></td><td></td><td></td><td>4,838</td><td>4,838</td><td>4,838</td><td>4,838</td><td>4,838</td></t<>				4,838	4,838	4,838	4,838	4,838	
Professional Fees - - - - 50,000 - US Trustee Fees 1,395 11,079 11,079 11,079 11,079 11,079 64,588 4,838 Debt Service Farm Credit - Principal & Interest 42,531 22,444					-	-	-	-	
US Trustee Fees Total Restructuring Expenses 41,395 11,079	•	6,241	6,241	6,241	6,241	6,241		-	
Debt Service 41,395 11,079 11,079 11,079 11,079 11,079 64,588 4,838 Debt Service Farm Credit - Principal & Interest 42,531 22,444 42,531 22,644 42,531 22,644 42,531 <		-	-	-	-	-		-	
Debt Service Farm Credit - Principal & Interest 42,531 22,444 42,531 22,105 22,105 44,636 50,965		41 305	11 070	11 070	11 070	11 070		4 838	
Farm Credit - Principal & Interest Wells Fargo - Interest Expense Bank of the West Equipment lease - John Deere [1] Total Debt Service Partner Draw [3] Net Cash Flow 42,531 22,444 42,531 42,531 22,444 42,531 42,531 22,444 4	Total Restructuring Expenses	41,393	11,075	11,079	11,075	11,075	04,300	4,030	
Wells Fargo - Interest Expense - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 26,70 - 627 - 627 - 627 - - 627 - - 627 - 627 - - 2,105 - 2,179 - 2,179 - 2,179 - 2,179 <td>Debt Service</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Debt Service								
Wells Fargo - Interest Expense - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 27,894 - 627 - - 627 - - 627 - - 627 - - 21,055 - 22,105 -<	Farm Credit - Principal & Interest	42,531	22,444	42,531	22,444	42,531	22,444	42,531	
Equipment lease - John Deere [1] 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 2,105 - 4,636 50,965 44,636	Wells Fargo - Interest Expense	-	27,894	-	27,894	-	27,894	-	
Total Debt Service 44,636 50,965 44,636 50,965 44,636 50,965 44,636 Partner Draw [3] - 2,179 - 2,1		-		-	627	-	627	-	
Partner Draw [3] - 2,179 - 2,179 - 2,179 - 2,179 Total Cash Outflow 664,643 704,167 636,390 685,230 665,454 761,803 634,276 Net Cash Flow 40,393 150,022 35,765 128,332 49,623 304,404 16,908							-	2,105	
Total Cash Outflow 664,643 704,167 636,390 685,230 665,454 761,803 634,276 Net Cash Flow 40,393 150,022 35,765 128,332 49,623 304,404 16,908	Total Debt Service	44,636	50,965	44,636	50,965	44,636	50,965	44,636	
Net Cash Flow 40,393 150,022 35,765 128,332 49,623 304,404 16,908	Partner Draw [3]	-	2,179	-	2,179	-	2,179	-	
	Total Cash Outflow	664,643	704,167	636,390	685,230	665,454	761,803	634,276	
Cash - End of Period \$ 47,030 \$ 197,052 \$ 232,817 \$ 361,149 \$ 410,773 \$ 715,176 \$ 732,084	Net Cash Flow	40,393	150,022	35,765	128,332	49,623	304,404	16,908	
	Cash - End of Period	\$ 47,030	\$ 197,052	\$ 232,817	\$ 361,149	\$ 410,773	\$ 715,176	\$ 732,084	

John Deere equipment lease comprised of three separate leases for \$7,269.54, \$3,666.98 and \$2,225.88 per month.
 Net Milk Proceeds calculated as Gross Milk Proceeds less 2.67% in deductions.
 Jim Wilson personal vehicle payments of \$1,537.50 to Ford Credit and \$605.68 to Ally Bank.
 Includes adequate assurance payments of \$100,000 paid over 3 months.

Exhibit	A
Page	2

LICC FINANCING STATEMENT

TOLLOW INSTRUCTIONS (found and book) CAREFULLY							
FOLLOW INSTRUCTIONS (front and back) CAREFULLY A. NAME & PHONE OF CONTACT AT FILER [optional]							
A. NAME & PHONE OF CONTACT AT FILER [optional]							
B. SEND ACKNOWLEDGMENT TO: (Name and Address)							
UCC DIRECT SERVICES		DOC	UMENT NU	MBER: 215	68220002		
2727 ALLEN PARKWAY			IG NUMBEI				
HOUSTON, TX 77019			IG DATE: 0			FOR XML FILING	
USA						FFICE USE ONLY	
1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor	name (1a or 1b) - d						
1a. ORGANIZATION'S NAME	<u> </u>						
I & D Wilson and Sons Dairy							
16. INDIVIDUAL'S LAST NAME	FIRST NAME			MIDDLE NAME		SUFFIX	
1c. MAILING ADDRESS	CITY			STATE	POSTAL COL	E COUNTRY	
11720 W. Mt. Whitney	Riverdale			CA	93656	USA	
1d. SEE ADD'L DEBTOR INFO	1e. TYPE OF	if. JURI	SDICTION	10 OPG/	ANIZATIONAL	ID# If any	
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	tnership						
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert or	nly one debtor name	e (2a or 2b	o) - do not a	abbrevlate	or combine nai	mes	
2a. ORGANIZATION'S NAME							
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OR 2b. INDIVIDUAL'S LAST NAME	FIRST NAME			MIDDLE	NAME	SUFFIX	
2c. MAILING ADDRESS	CITY			STATE	POSTAL COL	E COUNTRY	
2d. SEE ADD'L DEBTOR INFO	2e, TYPE OF	bf JUB	SDICTION				
INSTRUCTIONS	ORGANIZATION		ANIZATIO	N 2g. ORGA	ANIZATIONAL		
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of A	(SSIGNOR S/P) - ins	ert only o	one secure	d party nan	ne (3a or 3b)		
3a. ORGANIZATION'S NAME							
Wells Fargo Bank, National Association			T				
3b. INDIVIDUAL'S LAST NAME	FIRST NAME		MIDDLE N	AME		SUFFIX	
3c. MAILING ADDRESS	CITY		STATE	POSTAL	CODE	COUNTRY	
3300 S. Demarce Street	Visalia		CA	93277	CODE	USA	
	1 15th 10		C-2 X	<i>PD211</i>		19673	
4. This FINANCING STATEMENT covers the following collateral: All accounts, chattel paper (whether electronic or tangible), in	etermante nuovie	comi note	a daoums	nte danae	al intangibles	naument	
intangibles, software, letter of credit rights, health-care insura	osa vacaivablae ori	d other ei	abte to par	ement of a	very kind non	payment	
any time hereafter arising out of the business of Debtor, and a	Hee receivables air	u onen n	ignis to pay	ymeni or e	der metomore	All novde	
tools, machinery, furnishings, furniture and other equipment of	if Dahlar con cor	y or repr	osoften aca	nigad who	rover leverted	whather in	
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the possession of Debtor or any other person, and all improve	ments, replacemen	us, acces	sions and a	additions u	hereto and eur	Dedded	
software included therein.All farm products consisting of crop	s. including crops	produce	d on trees,	vines and	ousnes and ac	quatic goods	
produced in aquacultural operations, all supplies used or prod	uced in Debtor's fa	ummg of	perations, a	and all pro	ducts thereof	and all	
replacements and additions thereto, now owned or hereafter a	equired by Debtor.	, whereve	r any or u	ie same in	ay be located,	and all rights	
to payment pursuant to any federal or state programs relating							
5. ALT DESIGNATION: TLESSEE/LESSOR TCONSIGNEE/CONS	SIGNOR BAILEE/	BAILOR T	SELLER/E	BUYER TA	G, LIEN TNO	N-UCC FILING	
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]	7. Check to [ADDITION	REQUES	ST SEARCI optiona	H REPORT(i∏All De	S) on Debtor(s btors Debto	r 1 Debtor 2	
8. OPTIONAL FILER REFERENCE DATA							
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Page 3

Page 2

UCC FINANCING STATEMENT ADDENDUM

	LOW INSTRUCTIONS (front								
		or 1b) ON RELATED FINANCING	STATEMENT	_					
	9a. ORGANIZATION'S NAME								
	J & D Wilson and Sons D		UDDI E NAME CHEE	◡┤					
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	11a. ORGANIZATION'S NAM								

	11b. INDIVIDUAL'S LAST NA	AME	FIRST NAME			MIDDLE 1	NAME		SUFFIX
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OB									
	12b. INDIVIDUAL'S LAST NA	ME	FIRST NAME		MIDDLE NA	ME		SUFF	ıx I
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